**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

SKYLINE SOFTWARE SYSTEMS, INC.,

              Plaintiff,

    v.

KEYHOLE, INC., and
GOOGLE, INC.,

              Defendants.

CIVIL ACTION NO. 04-11129 DPW

**DECLARATION OF MICHAEL T. JONES IN SUPPORT OF DEFENDANTS'
OPPOSITION TO PLAINTIFF'S MOTION FOR PRELIMINARY INJUNCTION**

[PUBLIC REDACTED VERSION]

**[HIGHLY CONFIDENTIAL VERSION FILED UNDER SEAL PURSUANT TO
DEFENDANTS' MOTION TO IMPOUND AND AGREED UPON RESTRICTIONS ON
ACCESS AND USE]**

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I, Michael T. Jones, declare and state as follows:

I am currently Chief Technology Officer of Google Earth, a product of Google, Inc. Prior to holding this position, I was Chief Technology Officer of Keyhole, Inc., during which time I was responsible, along with others, for developing a software product called Keyhole, a technology capable of delivering satellite and 3D images of the Earth over the Internet. Keyhole began as a small software infrastructure company formed to deliver an innovative, on-line Earth browser for consumer travel, real estate, and related "location awareness" applications. Keyhole was formed in a dynamic mapping products environment, which continues to the present day with over 20 companies worldwide participating in this business segment. In my capacity as Chief Technology Officer of Keyhole, I was responsible for managing Keyhole's research and development. In my current role as Chief Technology Officer, I continue to be responsible for the Keyhole product, which is now offered in several variations, including a product called Google Earth. I understand that plaintiff Skyline Software Systems, Inc. is accusing a number of products, including products with Keyhole's EarthStream Technology, Keyhole 2 LT, Keyhole 2 PRO, Keyhole 2 EC, Keyhole 2 NV, Keyhole 2 FUSION LT, Keyhole 2 FUSION PRO, and Server, Google Earth, Google Earth Plus, Google Earth Pro, and Google Earth Enterprise Solution (including Google Earth Fusion, Google Earth Server, and Google Earth Enterprise Client), (collectively for the purposes of this declaration, "Google Earth"), of infringing U.S. patent no. 6,496,189 (the "'189 patent"). The products collectively listed as "Google Earth" differ from one another but all share the fundamental aspects explained below. I make this declaration in opposition to Skyline's motion for preliminary injunction. In this declaration, I explain the operation of Google Earth, which operates in a fundamentally different way from the invention claimed in the '189 patent. I have personal knowledge of the following facts and could competently testify as to their truth.

Google Earth consists of client software running on a user's computer ("Client Software"), and software running on servers, including a database containing satellite images of

the Earth and other information. These things work together to bring images of the Earth to a

user's computer so they can be seen by the user. The various software objects, and how they

interact with each other, are described below.
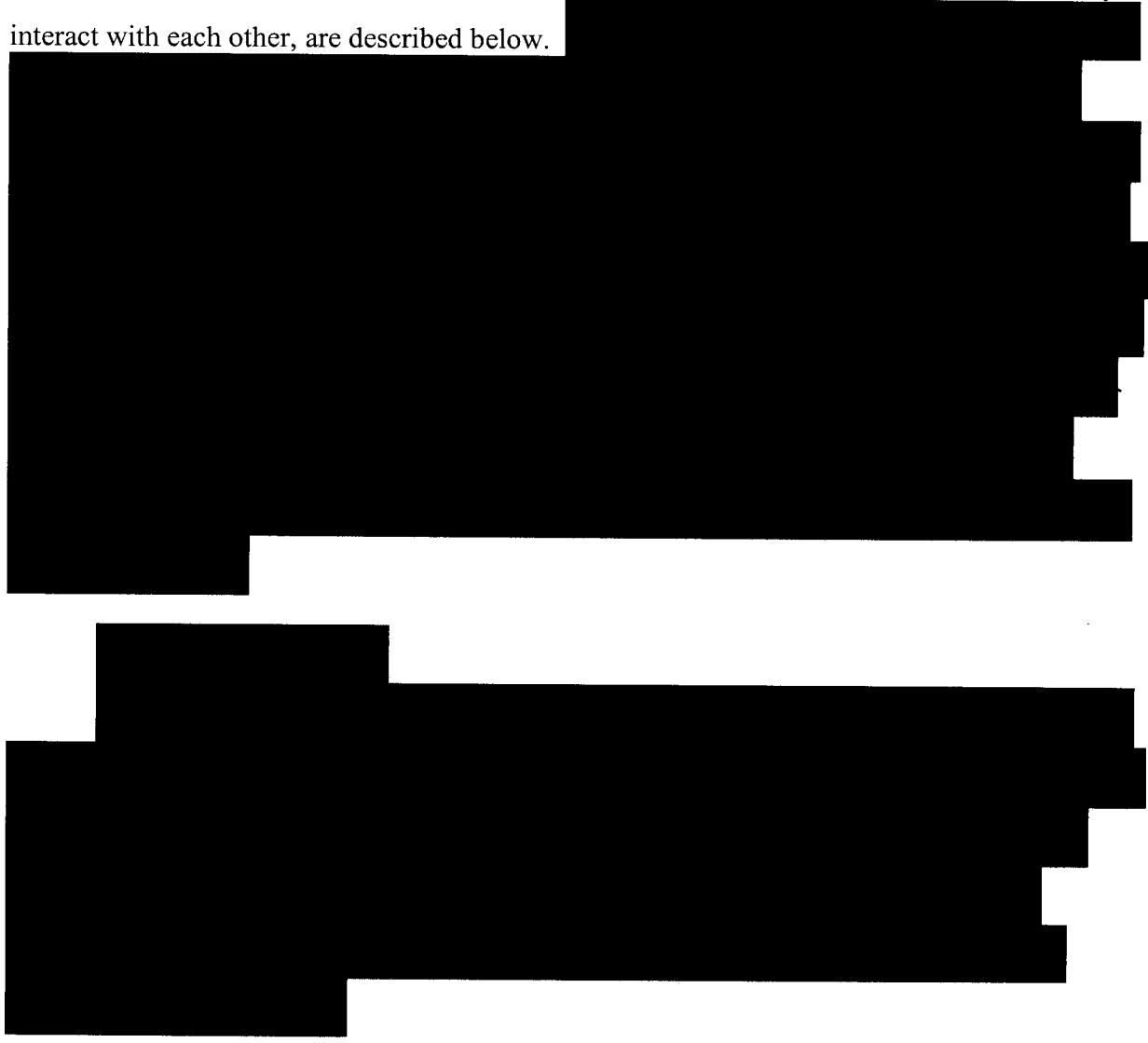
Graphical User Interface (GUI)

4.   The GUI is used to receive input from a user. The GUI includes a display

window for displaying a 3D map, a text input field for entering location information such as

latitude and longitude, an address, or the name of a well-known site (for example, the Boston

federal courthouse), a feature for adjusting the viewing altitude, a tilt feature for adjusting the

viewing angle, and a set of panning features to view areas of the 3D map to the left, right, top or

bottom of the display window. The displayed 3D maps can be manipulated using the GUI. The

GUI can be used to reposition the view by clicking and dragging in the display window. A user may also select a geographical location by double-clicking on it within the display window.
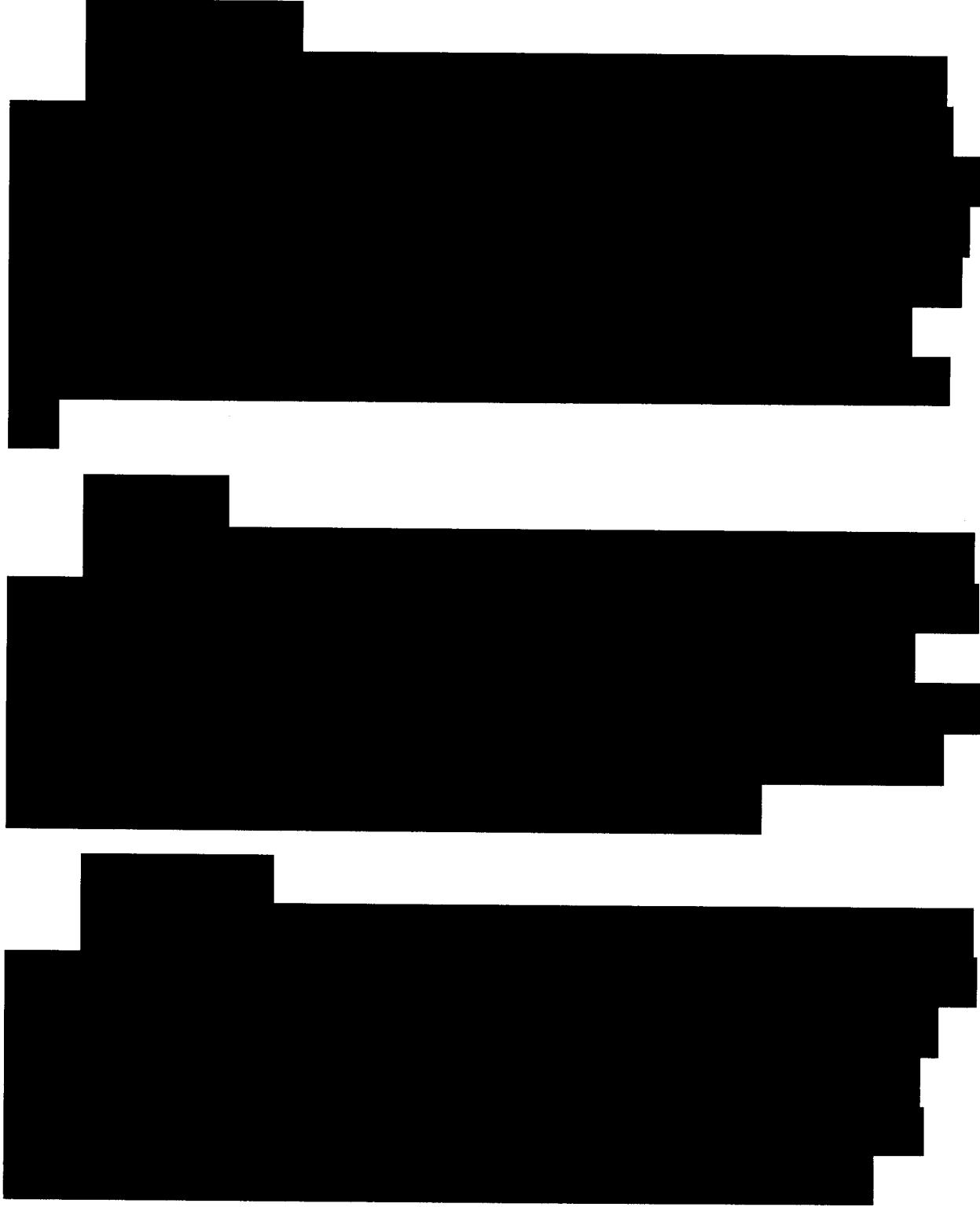
JONES DECLARATION IN SUPPORT OF DEFENDANTS' OPPOSITION TO PLAINTIFF'S MOTION FOR PRELIMINARY INJUNCTION
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19.

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I declare under the penalty of perjury that the foregoing is true and correct and that this declaration was executed on the 2nd day of February 2006 at San Jose, California.

_____/s/ Michael T. Jones_____

Michael T. Jones